

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF WISCONSIN
GREEN BAY DIVISION**

APPLETON PAPERS INC. and)	
NCR CORPORATION,)	
)	
Plaintiffs,)	
)	
v.)	No. 08-CV-00016-WCG
)	
GEORGE A. WHITING PAPER)	
COMPANY, et al.,)	
)	
Defendants.)	

**MOTION OF FRG DEFENDANTS¹ FOR LEAVE TO FILE AMENDED
COUNTERCLAIMS TO SEVENTH AMENDED COMPLAINT**

The FRG Defendants, by and through their undersigned counsel, hereby move this Court for an Order granting each FRG Defendant leave to file an Amended Counterclaim against Appleton Papers Inc. and NCR Corporation (collectively, “Plaintiffs”). The proposed amendment would simply clarify and confirm the FRG Defendants seek a judgment reallocating FRG assessments paid by each FRG Defendant relating to the contamination of the Lower Fox River which is the subject of this action and their previously asserted counterclaims. The FRG Defendants bring this Motion pursuant to Federal Rules of Civil Procedure 15(a)(2). Pursuant to Local Rule 15.1, copies of each FRG Defendants’ proposed Amended Counterclaims are attached to this

¹ This motion is filed on behalf of the following defendants: CBC Coating Inc., Georgia Pacific Consumer Products LP (p/k/a Fort James Operating Company Fort James Corporation, and Georgia-Pacific LLC (collectively, “GP”), P.H. Glatfelter Company, U.S. Paper Mills Corp., and WTM I Company (hereinafter, “FRG Defendants”).

Motion as Exhibit A through Exhibit E. The FRG Defendants also submit along with this Motion a brief in support.

Dated: September 23, 2011

Respectfully submitted,

s/ William H. Harbeck

William H. Harbeck (Wis. Bar No. 1007004)
Peter C. Karegeannes (Wis. Bar No. 1015025)
Nancy K. Peterson (Wis. Bar No. 1000197)
Quarles & Brady LLP
411 E. Wisconsin Avenue
Milwaukee, WI 53202
Telephone: 414-277-5000
whh@quarles.com

Attorneys for Defendant WTM I Company

s/ Susan E. Lovern

Susan E. Lovern (#1025632)
Michael P. Carlton (#1016037)
Thomas Armstrong (#1016529)
Kelly J. Noyes (#1064809)
von Briesen & Roper, s.c.
411 East Wisconsin Avenue, Suite 700
Milwaukee, WI 53202
Telephone: (414) 276-1122
Fax: (414) 276-6281
slovern@vonbriesen.com
mcarlton@vonbriesen.com
tarmstro@vonbriesen.com
knoyes@vonbriesen.com

Attorneys for Defendant CBC Coating, Inc.

s/ David G. Mandelbaum

David G. Mandelbaum
Marc E. Davies
Monique M. Mooney
Sabrina Mizrachi
Caleb J. Holmes
Adam B. Silverman
GREENBERG TRAURIG, LLP
Two Commerce Square, Suite 2700
2001 Market Street
Philadelphia, PA 19103
215.988.7800
mandelbaumd@gtlaw.com

Attorneys for Defendant P.H. Glatfelter Company

/s/ Mary Rose Alexander

Mary Rose Alexander
Margrethe K. Kearney
Latham & Watkins LLP
233 S. Wacker Dr. Ste. 5800
Chicago, IL 60606
Telephone: (312) 872-7700
Facsimile: (312) 993-9767
Mary.Rose.Alexander@lw.com

Karl S. Lytz
Patrick J. Ferguson
Latham & Watkins LLP
505 Montgomery St., Ste. 2000
San Francisco, CA 94111-6538
Telephone: (415) 391-0600
Fax: (415) 395-8095
Karl.Lytz@lw.com

**Attorneys for Defendant Georgia-Pacific
LLC**

s/ Scott W. Hansen

Scott W. Hansen
Steven P. Bogart
Reinhart Boerner Van Deuren s.c.
1000 North Water Street, Suite 1700
P.O. Box. 2965
Milwaukee, WI 53202
Telephone: 414-298-1000
Facsimile: 414-298-8097
sbogart@reinhartlaw.com
shansen@reinhartlaw.com

Thomas R. Gottshall
Stephen F. McKinney
Haynsworth Sinkler Boyd PA
1201 Main Street, Suite 2200
P.O. Box 11889
Columbia, SC 29211-1889
Telephone: 803-779-3080
Facsimile: 803-765-1243
tgottshall@hsblawfirm.com
smckinney@hsblawfirm.com

**Attorneys for Defendant U.S. Paper
Mills Corp.**

CERTIFICATE OF SERVICE

I, Sabrina Mizrachi, do hereby certify that on this 23rd day of September 2011, I caused a copy of the foregoing Motion of FRG Defendants For Leave to File Amended Counterclaims to the Seventh Amended Complaint to be served upon the following by electronic mail:

Matthew G. Adams (madams@sonnenschein.com)
Mary Rose Alexander (mary.rose.alexander@lw.com)
Timothy B. Anderson (tanderson@remleylaw.com)
Thomas A. Andreoli (tandreoli@sonnenschein.com)
Thomas Armstrong (tarmstro@vonbriesen.com)
Joseph C. Basta (jbasta@dykema.com)
Linda E. Benfield (lbenfield@foley.com)
Dennis P. Birke (db@dewittross.com)
Garrett L. Boehm, Jr. (boehmg@jbltd.com)
Steven P. Bogart (sbogart@reinhardtllaw.com)
James E. Braza (jbaza@dkattorneys.com)
Michael P. Carlton (mcarlton@vonbriesen.com)
John F. Cermak, Jr. (jcermak@bakerlaw.com)
Jan M. Conlin (jmconlin@rkmc.com)
William F. Conlon (wconlon@sidley.com)
William E. Coughlin (wcoughlin@calfee.com)
David J. Edquist (dedquist@vonbriesen.com)
Brandon J. Evans (bje@hermeslawltd.com)
S. Todd Farris (stf@ffsj.com)
Patrick Ferguson (patrick.ferguson@lw.com)
Nathan A. Fishbach (nfishbach@whdlaw.com)
Scott B. Fleming (sbf@wbb-law.com)
Arthur F. Foerster (arthur.foerster@lw.com)
David Frank (dfrank@reinhardtllaw.com)
Michelle A. Gale (mgale@dykema.com)
J. Ric Gass (gass@gasswebermullins.com)
Thomas R. Gottshall (tgottshall@hsblawfirm.com)
Eric W. Ha (eha@sidley.com)
Scott W. Hansen (shansen@reinhardtllaw.com)
William H. Harbeck (whh@quarles.com)
Michael L. Hermes (mlh@hermeslawltd.com)
Andrea M. Hogan (Andrea.Hogan@lw.com)
Philip C. Hunsucker (phunsucker@hgnlaw.com)
Sonja A. Inglin (singlin@bakerlaw.com)
Robin S. Jacobs (jacobs@cf-law.com)
Peter C. Karegeannes (pck@quarles.com)
Margrethe K. Kearney (margrethe.kearney@lw.com)
Paul G. Kent (pkent@andersonkent.com)

Steven C. Kohl (skohl@wnj.com)
Joshua M. Levin (joshua.levin@usdoj.gov)
Sarah C. Lindsey (slindsey@wnj.com)
Susan E. Lovern (slovern@vonbriesen.com)
Kevin J. Lyons (klyons@dkattorneys.com)
Karl S. Lytz (karl.lytz@lw.com)
Allison E. McAdam (amcadam@hgnlaw.com)
Stephen F. McKinney (smckinney@hsblawfirm.com)
Tara M. Mathison (tmathison@dkattorneys.com)
Heidi D. Melzer (hdm@hermeslawltd.com)
Elizabeth K. Miles (emiles@dkattorneys.com)
Erik Mroz (emroz@reslawgrp.com)
Frederick S. Mueller (muellerf@jbltd.com)
William J. Mulligan (wmulligan@dkattorneys.com)
Philip A. Munroe (pmunroe@direnzollc.com)
Daniel C. Murray (murrayd@jbltd.com)
Kelly Noyes (knoyes@vonbriesen.com)
Matthew R. Oakes (matthew.oakes@usdoj.gov)
Thomas R. O'Donnell (todonnell@calfee.com)
Nancy K. Peterson (nkp@quarles.com)
Ian A.J. Pitz (iapitz@michaelbest.com)
David A. Rabbino (drabbino@hgnlaw.com)
Ronald A. Ragatz (rrr@dewittross.com)
Christopher P. Riordan (criordan@vonbriesen.com)
Kathleen L. Roach (kroach@sidley.com)
Charles K. Schafer (cschafer@sidley.com)
J. Andrew Schlickman (jaschlickman@sidley.com)
Thomas R. Schrimpf (tschrimpf@hindshawlaw.com)
Megan A. Senatori (ms@dewittross.com)
M. Andrew Skwierawski (mas@ffsj.com)
Sarah A. Slack (sslack@foley.com)
Margaret R. Sobota (msobota@sidley.com)
Randall M. Stone (randall.stone@usdoj.gov)
David J. Turek (turek@gasswebermullins.com)
John M. Van Lieshout (jvanlieshout@reinhardtllaw.com)
Meg E. Vergeront (mvergeront@staffordlaw.com)
James P. Walsh (jim.walsh@appleton.org)
Ted A. Warpinski (taw@ffsj.com)
Ted Waskowski (twaskowski@staffordlaw.com)
Patrick L. Wells (pwells@vonbriesen.com)
Evan B. Westerfield (evanwesterfield@sidley.com)
Russell W. Wilson (rwilson@ruderware.com)
Richard C. Yde (ryde@staffordlaw.com)
Lora L. Zimmer (lzimmer@hinshawlaw.com)
Darin P. McTee (dmcatee@cravath.com)
Ericka L. Krumrie (elk@hermeslawltd.com)

Evan R. Chesler (echesler@cravath.com)
Patrick H. Zaepfel (pz@phzlaw.com)
Paul Bargren (pbargren@foley.com)
Perry M. Rosen (perry.rosen@usdoj.gov)
Sandra C. Goldstein (sgoldstein@cravath.com)
Vanessa Lavelly (vlavelly@cravath.com)
Omid Nasab (onasab@cravath.com)

/s/ Sabrina Mizrachi
Sabrina Mizrachi